

P23 0000 16088

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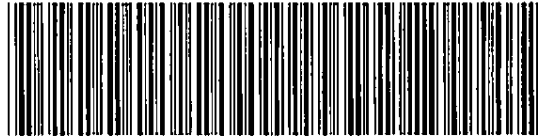
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JULIA A. HARRIS

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: **WYNDO INC.**

CORPORATE NAME

P23000016688

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: **PAUL SAINT-PIERRE**

Name (Printed or typed)

1718 DEMETREE DR

Address

WINTER PARK, FL32789

City, State & Zip

407-353-3618

Daytime Telephone number

PAUL@WYNDOSHOP.COM

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation is: WYNDO INC.

ARTICLE II RESTATED ARTICLES

The text of the Restated Articles is as follows: _____

FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION OF WYNDO, INC.

SEE ATTACHMENT

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

ARTICLE IV AMENDED REGISTERED AGENT (OPTIONAL)

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: _____

Address: _____

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature/Registered Agent

Date

ARTICLE VI ARTICLE CONSOLIDATION

These restated articles of incorporation consolidate all amendments into a single document;

ARTICLE VII REQUIRED ADOPTION INFORMATION

Check if applicable:

- ☒ The amendment(s) is/are being filed pursuant to s. 607.0120(11)€, F.S.

The date of each amendment(s) adoption is: DECEMBER 8, 2023
if other than the date this document is signed.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the incorporators, or board of director without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the shareholders. Then number of votes cast for the amendment(s) by the shareholder was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting group. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).*

“The number of votes cast for the amendment was/were sufficient for approval by

(voting group)

ARTICLE VIII EFFECTIVE DATE:

DECMEBER 8, 2023


Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: **DECMEBER 8, 2023**

Signature: 

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

PAUL SAINT-PIERRE

(Typed or printed name of person signing)

DIRECTOR AND CFO

(Title of person signing)

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WYNDO, INC.**

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts in adopting and filing these First Amended and Restated Articles of Incorporation (the "Articles").

ARTICLE I: NAME

The name of the corporation shall be Wyndo Inc. (the "**Corporation**").

ARTICLE II: OFFICE

The address of the registered office of the Corporation in the State of Florida is 1718 Demetree Drive in the City of Winter Park, County of Orange. The name of its registered agent is Paul S. Saint-Pierre.

ARTICLE III: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

ARTICLE IV: SHARES

Subject to the Board of Director's authority to authorize increase or decrease the number of shares of authorized capital stock, the total number of shares that the Corporation is authorized to issue and have outstanding at any time is 10,000,000 shares divided into classes and series as follows:

- (a) 5,000,000 shares of common stock with a par value of \$0.001 per share; and
- (b) 5,000,000 shares of preferred stock with a par value of \$0.001 per share.

The Board of Directors of the Corporation shall be, and hereby is, authorized and empowered, subject to such limitations prescribed by applicable law and these Articles, to provide for the issuance of shares of common stock or preferred stock in class or series, by adopting a certificate of designations (a "**Certificate of Designations**") to establish from time to time, the number of shares to be included in each class or series and the qualifications, limitations, preferences and rights of the shares of each such class or series and the qualifications limitations or restrictions of each such class or series. The authority of the Board of Directors with respect to each such series, shall include, but not be limited to, determination of the following: (1) the number of shares constituting such series and the designations of such class or series; (2) the dividend rate on the shares of such series, whether dividends shall be cumulative and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of such class or series; (3) whether such class or series shall have voting rights, in addition to the voting rights provided by applicable law, and, if so, the terms of such rights; (4) whether such class or series shall have conversion, repurchase, or redemption privileges and, if so, the terms and conditions of such privileges, including provision for the adjustment of the repurchase price or conversation rate, in such events as the Board of Directors shall determine.

ARTICLE V: VOTING

The holders of the common stock are entitled to one vote for each share of common stock held at all meetings of stockholders (and written actions in lieu of meetings). Unless required by law, there shall be no cumulative voting pursuant to Section 607.0728(3) of the FBCA. The voting, dividend and liquidation rights of the holders of the common stock are subject to and qualified by the rights, powers and privileges of the holders of the preferred stock set forth in an applicable Certificate of Designations.

ARTICLE VII: MISCELLANEOUS

Section 7.1. CHECKS, DRAFTS, ETC. All checks, drafts, or other instruments for payment of money or notes of the Corporation shall be signed by an authorized officer or officers or any other person or persons as shall be determined from time to time by resolution of the Board of Directors.

Section 7.2. FISCAL YEAR. The fiscal year of the Corporation shall be as determined by the Board of Directors from time to time.

Section 7.3. CONFLICT. These Bylaws are adopted subject to any applicable law and the Articles of Incorporation. Whenever these Bylaws may conflict with any applicable law or the Articles of Incorporation, such conflict shall be resolved in favor of such law or the Articles of Incorporation.

Section 7.4. INVALID PROVISIONS. If any one or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

Section 7.5. EMERGENCY MANAGEMENT. In the event of an emergency, unless the Articles of Incorporation provide otherwise, the following provisions regarding the management of the Corporation shall take effect immediately. An emergency exists if a quorum of the members of the Board of Directors cannot readily be assembled because of some catastrophic event.

In the event of an emergency, a meeting of the Board of Directors may be called following the attempt of not less than two hours' notice to each director. Said notice may be given by electronic transmission, including facsimile transmission or transmission to an electronic mail address provided by the director, or by telephone.

The Board of Directors shall approve and maintain a current list of officers who may serve, in order of rank and within the same rank in order of seniority, as directors to the extent necessary to provide a quorum at any meeting of the Board of Directors held while these emergency bylaws are in effect.

During an emergency, the Board of Directors may (or may authorize one or more officers to) change the corporation's principal office or designate several alternative principal offices, effective during the emergency.

These emergency provisions take effect only in the event of an emergency as defined herein, and will no longer be effective after the emergency ends. Any and all provisions of these Bylaws that are consistent with these emergency provisions remain in effect during an emergency.

Any or all of these actions of the Corporation taken in good faith in accordance with these emergency provisions are binding upon this Corporation and may not be used to impose liability on a director, officer, employee, or agent of the Corporation.

ARTICLE VIII: AMENDMENT OF BYLAWS

Section 8.1. AMENDMENT OF BYLAWS. These Bylaws may be altered, amended, or repealed or new bylaws adopted by the Board of Directors. The shareholders may make additional bylaws and may alter and repeal any bylaws, whether such bylaws were originally adopted by them or otherwise.

ARTICLE X: EFFECTIVE DATE AND TIME

Subject to any additional vote required by these Articles or the bylaws of the Corporation (the "**Bylaws**"), in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws. Meetings of stockholders may be held within or outside of the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

ARTICLE XI: EFFECTIVE DATE AND TIME

The effective date and time of these Articles shall be the date and time that these Articles are filed with Florida Department of State, Division of Corporations.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Paul Saint-Pierre
Required Signature/Registered Agent

December 8, 2023
Date

I submit these Articles and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a felony of the third degree, as provided for in Section 817.155 of the Florida Statutes.

Elliott Saint-Pierre
Elliott Saint-Pierre (Doc # 202312731) PLS
Chair and Board Member
Elliott P. Saint-Pierre

Dec 8, 2023
Date

Paul Saint-Pierre
Initial Board Member
Paul S. Saint-Pierre

December 8, 2023
Date